

Exhibit 5

**FIRST SUPPLEMENT TO AND AMENDMENT OF LIMITED
LIABILITY COMPANY AGREEMENT**

MARILYN MONROE LLC

a Delaware Limited Liability Company

This First Supplement to and Amendment of Limited Liability Company Agreement (the "Supplement") is entered into as of _____, 2000, by and among Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, deceased, Anna Strasberg, as Executor of the Estate of Lee Strasberg and the Anna Freud Centre (collectively the "Members"); and Anna Strasberg, as Manager of Marilyn Monroe LLC.

Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, deceased, formed a limited liability company known as Marilyn Monroe LLC (the "Company") under the laws of the State of Delaware for the purposes and on the terms and conditions set forth in a Limited Liability Company Agreement dated as of _____, 2000 (the "Agreement"). Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, deceased, and Anna Strasberg, as Manager of Marilyn Monroe LLC, now (1) have agreed to the admission of two new members, namely, Anna Strasberg, as Executor of the Estate of Lee Strasberg, deceased, and the Anna Freud Centre; (2) have agreed to the transfer of the limited liability company interests of Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, deceased, to Anna Strasberg, as Executor of the Estate of Lee Strasberg, deceased, and the Anna Freud Centre; (3) have agreed to the withdrawal of Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, deceased, as a Member; and (4) desire to set forth in writing the modifications to the Agreement.

Accordingly, the modifications to the Agreement are hereby stated in this Supplement, and the Members agree as follows:

1. In executing this Supplement Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, deceased, and Anna Strasberg, as Manager of Marilyn Monroe LLC, consent, in accordance with the provisions of Section 2.1 of the Agreement, to the admission of two new Members, namely Anna Strasberg, as Executor of the Estate of Lee Strasberg, deceased, and the Anna Freud Centre, and consent, in accordance with the provisions of Section 2.1 of the Agreement, to the transfer of the interests in Marilyn Monroe LLC held by Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, deceased, as follows: seventy-five percent (75%) thereof to Anna Strasberg, as Executor of the Estate of Lee Strasberg, deceased, and twenty-five percent (25%) thereof to the Anna Freud Centre.

2. In executing this supplement, Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, deceased, Anna Strasberg, as Executor of the Estate of Lee Strasberg, deceased, Anna Strasberg, as Manager of Marilyn Monroe LLC, and the Anna Freud Centre agree to the withdrawal of Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, deceased, as a Member of Marilyn Monroe LLC without, however, affecting the Capital

Contribution heretofore made to the Company by Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, which shall hereafter remain an asset of the Company and the interests in which shall hereafter be divided as set forth in paragraph "1" above. The Capital Account of each remaining Member shall hereafter reflect the aforesaid division of the Capital Contribution made by Anna Strasberg as Administrator C.T.A. of the Estate of Marilyn Monroe.

3. In executing this Supplement, Anna Strasberg, as Executor of the estate of Lee Strasberg, deceased, and the Anna Freud Centre, agree, in accordance with the provisions of Section 2.1 of the Agreement, to be bound by the terms and provisions of the Agreement as modified by this Supplement.

4. Schedule A to the Agreement is hereby amended in its entirety as follows:

SCHEDULE A

SHARING PERCENTAGES

	<u>Member</u>	<u>Sharing Percentages</u>
1.	Anna Strasberg, as Executor of the Estate of Lee Strasberg, deceased	75%
2.	The Anna Freud Centre	25%

IN WITNESS WHEREOF, the Members and Manager have executed this First Supplement to and Amendment of Limited Liability Company Agreement as of the date first shown above.

MEMBERS:

Anna Strasberg, as Administrator C.T.A. of the
Estate of Marilyn Monroe, deceased

Anna Strasberg, as Executor of the estate of Lee
Strasberg, deceased

THE ANNA FREUD CENTRE

By: _____
Its: _____

MANAGER:

Anna Strasberg

Exhibit 6

ASSIGNMENT OF MEMBER'S INTEREST

MARILYN MONROE LLC

a Delaware Limited Liability Company

Anna Strasberg, as Administrator C.T.A. of the Estate of Marilyn Monroe, Deceased (the "Estate"), hereby assigns the Member's Interest of the Estate in Marilyn Monroe LLC, as follows:

75% to Anna Strasberg, as Executor of the Estate of Lee Strasberg, Deceased

25% to the Anna Freud Center

The aforesaid assignment is authorized by the order of the Surrogate's Court for the County of New York, State of New York, entered on _____, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of _____, 2000.

ANNA STRASBERG, Administrator C.T.A.
of the Estate of Marilyn Monroe, Deceased

CONSENT TO ASSIGNMENT

The undersigned, as Members of Marilyn Monroe LLC, hereby consent, in accordance with the provisions of Section 2.1 of the Limited Liability Company Agreement of Marilyn Monroe LLC, to the above assignment.

IN WITNESS WHEREOF, the undersigned have executed this Consent to Assignment as of the dates set forth below:

Dated: _____, 2000

ANNA STRASBERG, Administrator C.T.A.
of the Estate of Marilyn Monroe, Deceased

Dated: _____, 2000

ANNA STRASBERG, Executor of the
Estate of Lee Strasberg, Deceased

Dated: _____, 2000

THE ANNA FREUD CENTER

By: _____
Its: _____

ACKNOWLEDGMENT OF RECEIPT OF ASSIGNMENT

AND

CONSENT TO ASSIGNMENT

The undersigned, as Manager of Marilyn Monroe LLC, hereby acknowledges receipt of the above Assignment and Consent to Assignment.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Receipt of Assignment and Consent to Assignment as of _____, 2000.

ANNA STRASBERG, Manager of
Marilyn Monroe LLC

Exhibit 7

CERTIFICATE OF FORMATION

OF

MARILYN MONROE LLC

a Delaware Limited Liability Company

This Certificate of Formation of MARILYN MONROE LLC (the "LLC"), dated _____, 2000, is being duly executed and filed by Anna Strasberg, Administrator C.T.A. of the Estate of Marilyn Monroe, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

FIRST. The name of the limited liability company formed hereby is:

MARILYN MONROE LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o National Registered Agents, Inc., 9 East Loockerman Street, Dover, County of Kent, DE 19901.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is National Registered Agents, Inc., 9 East Loockerman Street, Dover, County of Kent, DE 19901.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

Anna Strasberg, Administrator C.T.A. of the
Estate of Marilyn Monroe,
Authorized Person

Exhibit 8

1165-3-2

A:106.txt[1]

At Chambers of the Surrogate's Court
in and for the County of New York,
held at 31 Chambers Street, in said
County, on the 25 day of June,
1990

PRESENT:

HON. MARIE M. LAMBERT
Surrogate

----- X

Proceeding for Construction of :
The Last Will of :

MARILYN MONROE, :
Deceased. :

----- X

In the Matter of the Application of :
ANNA STRASBERG, Executrix of the :
Estate of Lee Strasberg, to be Appointed :
Administratrix, c.t.a., of the Estate of :
MARILYN MONROE, Deceased. :

----- X

In the Matter of the Application of :
THE ANNA FREUD CENTRE to Appoint a :
Successor Fiduciary of the Estate of :
MARILYN MONROE, Deceased. :

----- X

Marilyn Monroe, having died on August 5, 1962, a
resident of the City, County and State of New York, and

NEW YORK COUNTY
FILED
JUN 11 1990
File No. 278
ORDER TO COMPEL
FIDUCIARIES TO
ACCOUNT

having left a Will dated January 14, 1961 (the "Will") in which she named Aaron Frosch as Executor; and

The Will having been admitted to probate by this Court on October 30, 1962 and Letters Testamentary having been issued to Aaron Frosch on the same date; and

The Anna Freud Centre having filed with this Court a verified petition dated March 13, 1989 for the removal of Aaron Frosch as Executor and for the appointment of a successor fiduciary; and

Aaron Frosch having died on April 29, 1989 while such application was pending; and

The Anna Freud Centre having file an amended verified petition dated June 28, 1989 for the appointment of Joseph D. Garon as Administrator, c.t.a.; and

Anna Strasberg having filed a verified answer and cross-petition dated July 6, 1989 for the appointment of herself as Administratrix, c.t.a. of the Estate of Marilyn Monroe;

And this Court having considered the petition and amended petition, and having signed a decree on July 20, 1989 appointing Anna Strasberg Administratrix, c.t.a. of the Estate of Marilyn Monroe; and

Letters Testamentary issued to Aaron Frosch having been revoked by this Court on July 20, 1989 and Letters of Administration with Will Annexed having been issued to Anna Strasberg on the same date; and

Anna Strasberg, Administratrix, c.t.a. of the Estate of Marilyn Monroe, having filed with this Court a verified petition, together with an affirmation of Irving P. Seidman, both dated July 28, 1989, for construction of Articles FIFTH and SIXTH of the Will and Article SIXTH of the Last Will and Testament of Dr. Marianne Kris dated June 8, 1976; and

This Court having rendered a decision published in the New York Law Journal on March 12, 1990, finding The Anna Freud Centre to be the legatee and properly entitled to (i) the remainder of the preresiduary trust under Article FIFTH of the Monroe Will, and (ii) 25% of the entire residuary estate under Article SIXTH of the Monroe Will; and

A decree having been signed by this Court on April 30, 1990 declaring The Anna Freud Centre to be the proper legatee of the bequests under Articles FIFTH and SIXTH of the Monroe Will; and

A conference on notice having been held before this Court, at which The Anna Freud Centre requested that (i) the Estate of Aaron Frosch be required to file a final accounting,

and (ii) Anna Strasberg, Administratrix, c.t.a. of the Estate of Marilyn Monroe, be required to file an intermediate accounting for the period from the date of her appointment as Administratrix, c.t.a. to date, and Anna Strasberg, Administratrix, c.t.a., having joined The Anna Freud Centre's application for an accounting by the Estate of Aaron Frosch, and this Court having taken such request under advisement; and

A conference on notice having been held before this Court on May 15, 1990, at which The Anna Freud Centre renewed its application, and Anna Strasberg, Administratrix, c.t.a., having again joined in the application with respect to a final accounting by the Estate of Aaron Frosch, and this Court having granted the application in its entirety and having orally directed (i) the Estate of Aaron Frosch to file a final accounting and (ii) Anna Strasberg, Administratrix, c.t.a. to file an intermediate accounting,

IT IS HEREBY,

ORDERED, that Marjorie N. Frosch, as Executrix of the Estate of Aaron Frosch, file and judicially settle a final accounting with respect to the Estate of Marilyn Monroe within thirty (30) days after service of a copy of this order with notice of entry thereon; and it is further

ORDERED, that Anna Strasberg, Administratrix, c.t.a., file and judicially settle an intermediate accounting for the period from July 20, 1989 through May 31, 1990 within thirty (30) days after service of a copy of this order with notice of entry thereon.

Martha L. Smith
Surrogate

Exhibit 9

11683-001

13-1-24-2008
Consent

STATE OF NEW YORK SURROGATE'S COURT
COUNTY OF NEW YORK

----- X

Proceeding for Construction of
The Last Will of

File No. 2781/62

MARILYN MONROE,

Deceased.

STIPULATION

----- X

In the Matter of the Application of
ANNA STRASBERG, Executrix of the
Estate of Lee Strasberg, to be Appointed
Administratrix, c.t.a., of the Estate of
MARILYN MONROE, Deceased.

----- X

In the Matter of the Application of
THE ANNA FREUD CENTRE to Appoint a
Successor Fiduciary of the Estate of
MARILYN MONROE, Deceased.

----- X

WHEREAS this Court, on June 25, 1990, signed an
Order to Compel Fiduciaries to Account; and

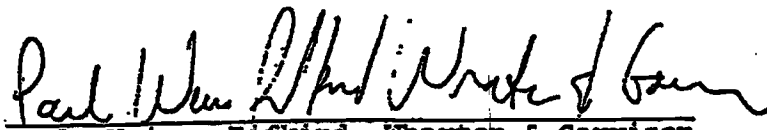
WHEREAS Marjorie N. Frosch, as Executrix of the
Estate of the Estate of Aaron Frosch (the deceased executor
of the Estate of Marilyn Monroe), had theretofore filed a
final accounting with respect to the Estate of Marilyn
Monroe; and

WHEREAS the parties had therefore agreed that Anna
Strasberg, as administratrix, c.t.a., of the Estate of
Marilyn Monroe, need not file her intermediate accounting

with respect to the Estate of Marilyn Monroe until after the final settlement of the Frosch accounting; NOW THEREFORE,

IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned counsel for the parties, that the parties respectfully request the Court to vacate the Order to Compel Fiduciaries to Account of June 25, 1990.

Dated: New York, N.Y.
August 2, 1990



Paul, Weiss, Rifkind, Wharton & Garrison
Attorneys for The Anna Freud Centre,
and for Anton O. Kris and
Anna Kris Wolff as Executors of the
Estate of Marianne Kris



Irving P. Seidman, P.C.
Attorneys for Anna Strasberg



Stroock & Stroock & Lavan
Attorneys for Marjorie N. Frosch
as Executrix of the
Estate of Aaron Frosch

Exhibit 10

1 GIBSON, DUNN & CRUTCHER LLP.
2 Randy M. Mastro, Esq.
200 Park Avenue
New York, New York 10166
3 Telephone: (212) 351-4000

4 Attorneys for Anna Strasberg, Administrator C.T.A.

5
6 SURROGATE'S COURT
7 COUNTY OF NEW YORK
8

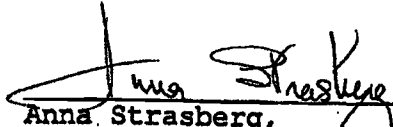
9 ACCOUNTING BY
10 MARJORIE M. FROSCH
11 EXECUTRIX OF THE ESTATE OF AARON
12 R. FROSCH, EXECUTOR
13 of the ESTATE OF MARILYN MONROE,
14 Deceased
15

FILE NO. P2781/1962
RECEIPT AND RELEASE

16 The undersigned, being of full age, sound mind and under no
17 disability, and entitled to receive the residue of the estate of the
18 above named decedent as successor Administratrix C.T.A. acknowledges
19 that Marjorie M. Frosch has fully and satisfactorily accounted for
20 all assets of the estate; and acknowledges receipt of money
21 transferred in the sum of \$33,904.18, plus interest in the sum of
22 \$469.48, for a total of \$34,373.66. The undersigned releases and
23 discharges Marjorie M. Frosch from all liability for any and all
24 matters relating to or derived from the administration of the
25 estate; and authorizes the Surrogate to make and enter a decree
26 settling the account and fully releasing and discharging the
27 fiduciary named above as to all matters in these proceedings.

28 Exhibit 10

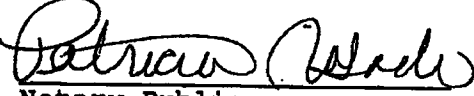
1 Date: 10.18.00


Anna Strasberg,
Administratrix C.T.A.

2
3 STATE OF NEW YORK)
4 COUNTY OF New York) ss.:

5 On 10.18, 2000, before me personally appeared

6
7 ANNA Strasberg to me known and known to me to
8 be the person described in and who executed the foregoing Receipt
and Release and duly acknowledged the execution thereof.

9 
10 Notary Public
Commission Expires: 7.6.2000
11 (Affix Notary Stamp of Seal)

PATRICIA ROSADO
Notary Public, State of New York
No. 01RO5014712
Qualified in New York County
Commission Expires July 6, 2001

12 Name of Attorney: Randy M. Mastro, Esq. Tel. No. 212-351-4000

13
14 Address of Attorney: Gibson, Dunn & Crutcher LLP, 200 Park Avenue,
15 New York, NY 10166

16 20088510_1.DOC
17
18
19
20
21
22
23
24
25
26
27
28

SURROGATE'S COURT
STATE OF NEW YORK: COUNTY OF NEW YORK

In the Matter of the Judicial Settlement of the Account
of the Proceedings of Anna Strasberg, Administratrix
C.T.A. of the estate of

Marilyn Monroe,

Deceased.

P2781/1962

PETITION FOR JUDICIAL SETTLEMENT OF FINAL
ACCOUNT OF ADMINISTRATRIX C.T.A. AND FOR
AN ORDER AUTHORIZING PETITIONER TO (1)
EXECUTE LIMITED LIABILITY AGREEMENT; 2)
ESTABLISH AND OPERATE LIMITED LIABILITY
COMPANY; 3) USE ESTATE ASSETS TO
ESTABLISH LIMITED LIABILITY COMPANY; 4)
DISTRIBUTE INTERESTS TO RESIDUARY
BENEFICIARIES 5) MAKE PAYMENT OF
ATTORNEYS FEES; AND 6) FOR ORDER
VACATING ORDER TO COMPEL FIDUCIARIES TO
ACCOUNT; AND, DISCHARGE OF PRIOR
EXECUTOR

GIBSON, DUNN & CRUTCHER
Attorneys for Petitioner
200 Park Avenue
New York, New York 10166-0193

20104343_1.DOC